

**EXHIBIT A**

**Certification of Compliance**

Timothy F. Nixon  
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**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

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In re:	:	Chapter 11
	:	
MOTORS LIQUIDATION COMPANY, <i>et al.</i> ,	:	Case No. 09-50026
f/k/a General Motors Corp., <i>et al.</i> ,	:	(Jointly Administered)
	:	
Debtors.	:	Honorable Robert E. Gerber
	:	
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**FEE EXAMINER'S AND GODFREY & KAHN'S CERTIFICATION OF COMPLIANCE  
WITH THE AMENDED GUIDELINES, PURSUANT TO ADMINISTRATIVE ORDER  
M-389, FOR THE FIRST INTERIM FEE APPLICATION OF THE FEE EXAMINER  
AND GODFREY & KAHN, S.C. FOR COMPENSATION OF FEES FOR  
SERVICES RENDERED FROM DECEMBER 28, 2009 THROUGH MAY 31, 2010  
AND REIMBURSEMENT OF ACTUAL AND NECESSARY EXPENSES INCURRED  
FROM DECEMBER 28, 2009 THROUGH AUGUST 31, 2010**

I, Brady C. Williamson, hereby certify that:

1. I am a shareholder of Godfrey & Kahn, S.C. ("**Godfrey & Kahn**") and have been retained and served as the Fee Examiner in the above-captioned matter. Godfrey & Kahn has been retained as my counsel.

2. I have reviewed the *First Consolidated Application of Brady C. Williamson, Fee Examiner, and Godfrey & Kahn, S.C., Counsel to the Fee Examiner, for Interim Allowance of Compensation for Professional Services Rendered from December 28, 2009 Through May 31,*

*2010 and Reimbursement of Actual and Necessary Expenses Incurred From December 28, 2009 Through August 31, 2010* (the “**Application**”).

3. I make this certification pursuant to Administrative Order M-389, *Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases* (the “**Amended Guidelines**”).

4. I hereby certify that:

A. I have read the accompanying application and, to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought in the Application for work I performed and expenses I incurred in the performance of my duties as Fee Examiner—and the work performed and expenses incurred by Godfrey & Kahn as my counsel—fall within the Amended Guidelines and the United States Trustee Guidelines, 28 C.F.R. Part 58, Appendix A (collectively, the “**Guidelines**”);

B. Except to the extent that fees or disbursements are prohibited by the Guidelines, the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by me and Godfrey & Kahn and generally accepted by our clients. In some instances, expenses have been billed at rates lower than generally applicable to Godfrey & Kahn clients;

C. In providing a reimbursable service, neither I nor Godfrey & Kahn makes a profit on the service, whether the service is provided by Godfrey & Kahn or through a third-party;

D. The professionals in this case, almost without exception, have applied for and received each month 80 percent of the professional fees and 100 percent of their

expenses each month (subject to interim and final review and approval). Neither the Fee Examiner nor his counsel, however, has participated in that practice. Accordingly, they have not filed or submitted monthly statements to date. All interested parties, including the U.S. Trustee, the Debtors and their counsel, and the Creditors' Committee have received this fee application and the related materials at least 29 days before the scheduled hearing, October 26, 2010; and

E. I have reviewed, without charge to the estate, each time entry for the period from December 28, 2009 through May 31, 2010 reflected in the exhibits accompanying this application.

Dated: Madison, Wisconsin  
September 27, 2010.

GODFREY & KAHN, S.C.

By: /s/ Brady C. Williamson  
Brady C. Williamson

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*Fee Examiner*